

RECORDATION NO. 21026 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

NOV 25 '97 11-55 AM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 21026-A, L, C, D FILED

November 25, 1997

NOV 25 '97 11-55 AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Master Equipment Lease Agreement, dated as of June 28, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of the following secondary documents related thereto: Lease Schedule, dated June 28, 1996; Locomotive Lease (Sublease), dated December 11, 1996; First Addendum to Locomotive Lease, dated August 4, 1997; and Assignment Agreement, dated August 20, 1997.

The names and addresses of the parties to the enclosed documents are:

Master Equipment Lease Agreement
and Lease Schedule

Lessor: First Security Leasing Company
381 East Broadway
2nd Floor
Salt Lake City, Utah 84111

Lessee: Nevada Industrial Switching, Inc.
45 West University
Suite A
Mesa, Arizona 85201

Mr. Vernon A. Williams
November 25, 1997
Page 2

C → Locomotive Lease (Sublease) and
First Addendum to Locomotive Lease

Lessor: Nevada Industrial Switching, Inc.
45 West University, Suite A
Mesa, Arizona 85201

Lessee: Formosa Plastics Corporation, Texas
201 Formosa Drive
Point Comfort, Texas 77978

Assignment Agreement

Assignor: Nevada Industrial Switching, Inc.
45 West University, Suite A
Mesa, Arizona 85201

Assignee: First Security Leasing Company
381 East Broadway, 2nd Floor
Salt Lake City, Utah 84111

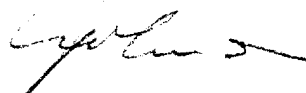
A description of the railroad equipment covered by the enclosed documents is:

four (4) SW-10 locomotives: NIS 1261, NIS 1262, NIX 1263 and NIS 1268

Also enclosed is a check in the amount of \$120.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

-FIRST COPY-

NOV 25 '97

11-55 AM

FIRST ADDENDUM AGREEMENT TO LOCOMOTIVE LEASE NO. 96-12-1

THIS FIRST ADDENDUM AGREEMENT TO LOCOMOTIVE LEASE NO. 96-12-1, made and entered into this 4th day of August, 1997, by and between NEVADA INDUSTRIAL SWITCHING, a Nevada Corporation, hereinafter called "LESSOR" and FORMOSA PLASTICS CORPORATION, TEXAS a Texas Corporation, hereinafter called "LESSEE".

WITNESSETH:

WHEREAS, Lessor is willing to furnish one (1) additional second-hand SW-10, EMD 1200HP locomotive per specifications and description as shown on attached Exhibit "A", and Lessee is desirous of leasing said locomotive.

NOW THEREFORE, in consideration of the premises and of the covenants, promises and undertakings of the parties hereto, as hereinafter contained, it is agreed as follows:

1. Lessor agrees to deliver to Lessee at Formosa, TX served by Union Pacific Railroad, on or about August 20, 1997, one (1) additional second-hand SW-10, EMD 1200HP locomotive. This will bring total locomotives covered by Locomotive Lease NO. 96-12-1 to four (4) units.
2. Lease rate shall be Three Thousand One Hundred Dollars (\$3,100.00) per month during the term of above lease beginning on the date of acceptance by Lessee of unit at Formosa, TX and continuing until locomotive is returned to Lessor.

This Addendum Agreement shall be subject in its entirety to all other terms and conditions of Locomotive Lease No. 96-12-1, made and entered into the 11th day of December, 1996.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed and delivered the day and year first above written.

ATTEST:

NEVADA INDUSTRIAL SWITCHING, INC.

Jennifer C. Cenic By Robert J. Schuch
President

ATTEST:

FORMOSA PLASTICS CORPORATION, TEXAS

Stanley Dodge By [Signature]

EXHIBIT "A"

MODEL SW-10 - EMD 1200 HP DIESEL LOCOMOTIVE

YEAR BUILT	-	1954
YEAR REBUILT	-	1984
DIESEL ENGINE	-	12 CYL. 567-C
FUEL INJECTION	-	MECHANICAL
SPARK ARRESTOR	-	YES
MAIN GENERATOR	-	D-12-B
ALTERNATOR	-	D-14
AUX. GENERATOR	-	10 KW
AIR COMPRESSOR	-	WXO AIR COOLED
AIR BRAKE	-	#26NL
CONTROL STAND	-	MODERN A.A.R. STYLE
M.U. EQUIPPED	-	YES
WIRING	-	NEW EXANE WIRING IN 1984
TRUCKS	-	6 ½ x 12 ROLLER BEARING
TRACTION MOTORS	-	D-77
WHEELS	-	40" - 1 3/4" OR BETTER
ROLLER BEARINGS	-	CLASS F
BRAKE SHOES	-	COMPOSITION
FUEL TANK CAP.	-	600 GALLONS
GLASS	-	TYPE I & II FRA 223
CAB HEATER	-	YES

CARBODY IN VERY GOOD CONDITION WITH EXTERIOR REPAINTED 1997.

AUGUST 4, 1997

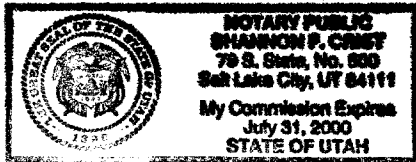
NIS 1268

CERTIFICATE OF AUTHENTICITY

I, Ellen J. Toscano, hereby certify that the attached copy of that certain First Addendum Agreement to Locomotive Lease No. 96-12-1 (the "Addendum") is a true, accurate and complete copy of the original Addendum.

Ellen J. Toscano
Ellen J. Toscano

Subscribed and Sworn to before me this 24th day of November, 1997.



Shannon F. Christ
Notary Public for the State of Utah
Residing in: *Salt Lake County*
My commission expires: *7-31-2000*